

SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

FORM S-8
 REGISTRATION STATEMENT
 UNDER THE SECURITIES ACT OF 1933

CD RADIO INC.
 (Exact name of issuer as specified in its charter)

DELAWARE
 (State or other jurisdiction of incorporation or organization)

52-1700207
 (I.R.S. Employer Identification No.)

SIXTH FLOOR, 1001 22ND STREET, N.W.
 WASHINGTON, D.C. 20037
 (202) 296-6192
 (Address and telephone number of principal executive offices)

CD RADIO INC. 1994 STOCK OPTION PLAN
 CD RADIO INC. AMENDED AND RESTATED 1994 DIRECTORS' NONQUALIFIED
 STOCK OPTION PLAN
 (Full title of the Plan)

DAVID MARGOLESE
 CD RADIO INC.
 SIXTH FLOOR, 1001 22ND STREET, N.W.
 WASHINGTON, D.C. 20037
 (202) 296-6192
 (Name, address and telephone number of agent for service)

CALCULATION OF REGISTRATION FEE

<TABLE>
 <CAPTION>

AMOUNT OF TITLE OF SECURITIES REGISTRATION TO BE REGISTERED FEE (1)	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (1)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE
COMMON STOCK, \$ 616.48 PAR VALUE \$0.001	350,000 SHARES	\$ 5.8125	\$ 2,034,375

</TABLE>

(1) The proposed maximum offering price per share and the registration fee were calculated in accordance with rule 457(c) and (h) based on the average of the bid and asked prices for shares of the registrant's common stock on October 25, 1996, as quoted by the Nasdaq SmallCap Market, which was \$5.8125 per share.

Pursuant to Rule 429, the documents constituting a prospectus with respect to this registration statement constitute a combined prospectus which also relates to the Company's Form S-8 shares issuable upon the exercise of options granted under these plans, which shares were previously registered under Registration Statement No. 33-92588.

REGISTRATION OF ADDITIONAL SECURITIES

Pursuant to General Instruction E, this Registration Statement on Form S-8 is filed by CD Radio Inc. (the "Company") to register additional securities

under the CD Radio Inc. 1994 Stock Option Plan and the CD Radio Inc. Amended and Restated 1994 Directors' Nonqualified Stock Option Plan (the "Plans") covered by and filed as exhibits to the Company's Registration Statement on Form S-8 (No. 33-92588). The additional securities are to be issued pursuant to an amendment to the Plans approved by the Company's Board of Directors on August 22, 1996 and by the Company's shareholders on September 18, 1996. Registration Statement No. 33-92588 is incorporated herein by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. EXHIBITS.

<TABLE> <CAPTION> Exhibit Number -----	Exhibit -----
<S> 5	<C> Opinion of Bogle & Gates P.L.L.C.
4.1 Company's	CD Radio Inc. 1994 Stock Option Plan (Incorporated by reference to Exhibit 10.21 to the Registration Statement on Form S-1 (Registration Statement No. 33-74782)
4.2 (Incorporated by December 31,	CD Radio Inc. Amended and Restated 1994 Directors' Nonqualified Stock Option Plan reference to Exhibit 10.22 to the Company's Annual Report on Form 10-K for the year ended 1995)
23.1	Consent of Bogle & Gates P.L.L.C. (included in Exhibit 5)
23.2	Consent of Coopers & Lybrand L.L.P.
24	Power of Attorney (See page II-2 of this Registration Statement)

</TABLE>

II-1
SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Washington, District of Columbia on this 29th day of October, 1996.

CD RADIO INC.

By /s/ David Margolese

David Margolese
Chairman of the Board and
Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints David Margolese and Lawrence F. Gilberti, or either of them, his attorney-in-fact, with the power of substitution, for him in any and all capacities, to sign any amendments to this Registration Statement, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact, or their substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

<TABLE> <CAPTION> Signature -----	Title -----	Date ----
<S>	<C>	<C>

<p>/s/ David Margolese ----- David Margolese</p>	<p>Chairman of the Board and Chief Executive Officer (Principal Executive Officer and Principal Financial and Accounting Officer)</p>	<p>October 29, 1996</p>
<p>/s/ Robert D. Briskman ----- Robert D. Briskman</p>	<p>Vice President, Chief Technical Officer and Director</p>	<p>October 15, 1996</p>
<p>/s/ Lawrence F. Gilberti ----- Lawrence F. Gilberti</p>	<p>Director</p>	<p>October 29, 1996</p>
<p>----- Ralph V. Whitworth</p>	<p>Director</p>	
<p>/s/ Peter K. Pitsch ----- Peter K. Pitsch</p>	<p>Director</p>	<p>October 16, 1996</p>
<p>/s/ Jack Z. Rubinstein ----- Jack Z. Rubinstein</p>	<p>Director</p>	<p>October 15, 1996</p>

</TABLE>

II-2

Exhibit Index

Exhibit Number Page	Exhibit
-----	-----
<S> 5	<C> Opinion of Bogle & Gates P.L.L.C.
4.1	CD Radio Inc. 1994 Stock Option Plan (Incorporated by reference to Exhibit 10.21 to the Company's Registration Statement on Form S-1 (Registration Statement No. 33-74782)
4.2 (incorporated by December 31,	CD Radio Inc. Amended and Restated 1994 Directors' Nonqualified Stock Option Plan reference to Exhibit 10.22 to the Company's Annual Report on Form 10-K for the year ended 1995)
23.1	Consent of Bogle & Gates P.L.L.C. (included in Exhibit 5)
23.2	Consent of Coopers & Lybrand L.L.P.
24	Power of Attorney (See page II-2 of this Registration Statement)

</TABLE>

[BOGLE & GATES P.L.L.C. LETTERHEAD]

LAW OFFICES	Two Union Square 601 Union Street Seattle, Washington 98101-2346	Anchorage Bellevue Portland Tacoma Vancouver, B.C. Washington, D.C.
	Main Office: (206) 682-5151	
	Facsimile: (206) 621-2660	
	Direct Dial: (206) 621-1507	

October 30, 1996

CD Radio Inc.
Sixth Floor, 1001 22nd Street, N.W.
Washington, D.C. 20037

Ladies and Gentlemen:

We are delivering this opinion in connection with the Registration Statement on Form S-8 (the "Registration Statement") of CD Radio Inc. (the "Company") to be filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), with respect to an aggregate of 350,000 shares, par value \$0.001 per share, of common stock of the Company (the "Shares"). The Shares are to be offered pursuant to the terms of the CD Radio Inc. 1994 Stock Option Plan and/or the CD Radio Inc. Amended and Restated 1994 Directors' Nonqualified Stock Option Plan (the "Plans") to participants in the Plans (the "Participants").

We have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of such documents, corporate records and other instruments relating to the authorization and issuance of the Shares, and have made such investigations of law, as we have deemed necessary and advisable.

Based upon the foregoing and having due regard for such legal questions as we have deemed relevant, we are of the opinion that:

The Shares have been duly authorized and, when issued, delivered and sold by the Company and paid for by the Participants, pursuant to the terms of the Plans, will constitute duly authorized, validly issued, fully paid and nonassessable shares of common stock of the Company.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement referred to above and to CD Radio Inc.
October 30, 1996
Page 2

the reference to our firm in the summary of the Plans provided to the Participants, which, together with the documents incorporated by reference in the Registration Statement, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

Very truly yours,

BOGLE & GATES P.L.L.C.

CONSENT OF INDEPENDENT ACCOUNTANTS

We consent to the incorporation by reference in this registration statement on Form S-8 of our report dated March 8, 1996, on our audits of the consolidated financial statements of CD Radio Inc. and Subsidiary as of December 31, 1994 and 1995, and for the years ended December 31, 1993, 1994 and 1995, and for the period May 17, 1990 (date of inception) to December 31, 1995, which report is included in the Annual Report on Form 10-K of CD Radio Inc. for the year ended December 31, 1995.

/s/ COOPERS & LYBRAND L.L.P.
Coopers & Lybrand L.L.P.

Washington, D.C.
October 29, 1996